

UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY

IN RE SCHERING-PLOUGH / MERCK
MERGER LITIGATION

Civil Action No.: 09-1099 (DMC)(MF)

**DECLARATION OF THE
HONORABLE NICHOLAS H.
POLITAN (RET.)**

NICHOLAS H. POLITAN, of full age, hereby declares as follows:

1. I am filing this Declaration in connection with my role as mediator in the above-captioned matter, *In re Schering-Plough/Merck Merger Litigation*, Civil Action No. 09-1099(DMC) (the "Action"). Due to the factors discussed below, I believe that the agreement for the payment of attorneys' fees is fair and reasonable to the Class and all parties involved. I am fully familiar with the facts contained herein based upon my personal knowledge.
2. I am a former United States District Court Judge for the District of New Jersey. I was appointed a United States District Court Judge in 1987. During my tenure on the bench I handled numerous complex litigations, including numerous class action cases.
3. Prior to being appointed to the bench, I practiced law for 24 years, during which time I was also involved in banking as one of the principal owners of the County Trust Company, a three-branch community bank.
4. I have extensive experience in dispute resolution and have conducted numerous settlement conferences in all types of litigation, including complex securities fraud class actions, antitrust actions, shareholder derivative actions and consumer class actions. Indeed, since retiring from the bench, I have mediated over 1,000 cases, including some of the largest and

most complex class actions filed in the United States. The settlements I have mediated have resulted in settlements of many billions of dollars.

5. I have annexed hereto as Exhibit A my full biography and as Exhibit B a representative list of some of the cases I have mediated since 2002.

6. The parties in this Action retained me to serve as a mediator to facilitate settlement discussions with respect to what attorneys' fees, if any, should be paid to Class Counsel.

7. In connection with the mediation sessions, the parties submitted multiple lengthy and detailed mediation statements. The mediation sessions involved two intense days of negotiations. Both sides strenuously advocated their positions. In attempting to assist the parties to reach a resolution of the outstanding issues, I took into account Defendants' interests, as well as the numerous authorities presented by Class Counsel as to the fees which had been awarded in similar cases.

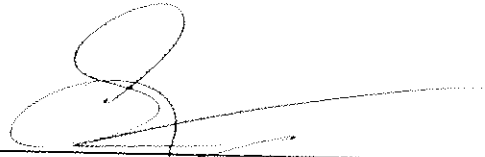
8. Ultimately, the negotiations led to the attorney fee agreement which is part of the settlement currently being considered by the Court for approval.

9. The agreement on attorney's fees was the product of extensive arm's-length negotiations, hard fought litigation and excellent advocacy from all parties. I believe that it is in the best interests of all of the parties that they avoid the burdens and risks associated with further litigation.

10. I am available to answer any additional questions the Court may have as to this

mediation and settlement.

I hereby declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, consisting of a large, stylized 'N' followed by a horizontal line extending to the right.

HON. NICHOLAS H. POLITAN

Dated: March 19, 2010